

EXHIBIT

FFF

USEPA SF



1460866



Department of Commerce, Community, and Economic Development
Corporations, Business, and Professional Licensing
CORPORATIONS SECTION
PO Box 110808
Juneau AK 99811-0808-0808

RECEIVED

DEC 13 2007

DIVISION OF CORPORATIONS
BUSINESS AND PROFESSIONAL
LICENSING / ANCHORAGE

APPLICATION FOR CERTIFICATE OF CONVERSION

Limited Liability Company

Pursuant to the provisions of Alaska Statutes 10.50.570, the undersigned hereby applies for a Certificate of Conversion to transact business as a Limited Liability Company in the State of Alaska.

1. Name of the entity immediately before the filing of the certificate of conversion to a limited liability company:

FOURTH AVENUE GAMBELL LIMITED PARTNERSHIP

2. Name of the limited liability company as stated in its articles of organization:

FOURTH AVENUE GAMBELL LIMITED LIABILITY COMPANY

3. State or country where the entity was originally formed:

ALASKA

4. Date and the jurisdiction where the other entity was first created, formed, incorporated or otherwise came into being:

Date: MAY 29, 1979

Jurisdiction: STATE OF ALASKA

5. The future effective date to a limited liability company if the conversion is not to be effective on the date of filing of the certificate of conversion to a limited liability company:

January 1, 2008

Signature of Manager, Member or Attorney-in-Fact	Printed Name	Title	Date
	Ruth Mizelle	Member	December 11, 2007

If you have specific legal questions or concerns about this filing, you are strongly advised to consult an attorney or other professional to assist you.

The Application for Certificate of Conversion must be filed in conjunction with the Articles of Organization for a domestic entity and \$250.00. The application for a Certificate of Conversion for a foreign entity must be filed in conjunction with the Application for Registration of a Foreign Limited Liability Company and \$350.00. Foreign entities already on record in Alaska must also file a certified copy of the conversion from its state of domicile and a certificate of compliance. Mail the completed filing and the filing fees (in U.S. dollars) to:

State of Alaska
Corporations Section
PO Box 110808
Juneau, AK 99811

For additional information or forms please visit our web site at: www.corporations.alaska.gov

State of Alaska
Department of Commerce, Community, and
Economic Development
Corporations, Business and Professional Licensing

CERTIFICATE
OF
CONVERSION

THE UNDERSIGNED, as Commissioner of Commerce, Community, and Economic Development of the State of Alaska, hereby certifies that an Application for Conversion, duly signed and verified pursuant to the provisions of the Alaska Revised Limited Liability Act, has been received in this office and has been found to conform to law.

ACCORDINGLY, the undersigned, as Commissioner of Commerce, Community and Economic Development, and by virtue of the authority vested in me by law, hereby issues this certificate to

Fourth Avenue Gambell Limited Partnership

formed under the laws of Alaska on **May 29, 1979**, is converting to a domestic limited liability company under the name of

Fourth Avenue Gambell, LLC

and attaches hereto the original copy of the application for such certificate, and Articles of Organization.



IN TESTIMONY WHEREOF, I execute this certificate and affix the Great Seal of the State of Alaska on **January 1, 2008**.

Emil Notti

Emil Notti
Commissioner

LAWRENCE V. ALBERT

ATTORNEY AT LAW

P. O. BOX 200934

ANCHORAGE, ALASKA 99520

TELEPHONE (907) 243-2172

FAX (907) 243-5476

December 13, 2007

State of Alaska
Department of Commerce & Econ. Development
Division of Corporations, Bus. & Prof. Licensing
550 W. Seventh Ave. Ste. 1500
Anchorage, Alaska 99503

Re: Registration of Articles of Organization for a Limited Liability Company--
Fourth Avenue Gambell LLC

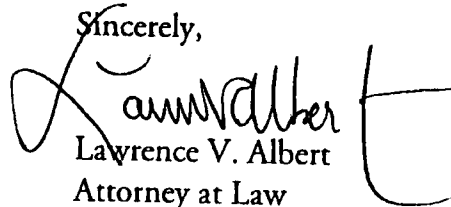
Dear Sir or Madam:

Enclosed please find one executed original and one copy each of Articles of Organization--Fourth Avenue Gambell LLC, along with an Application for Certificate of Conversion for the same entity.

A filing fee of \$250.00 is required for LLC articles of organization and \$25.00 for the certificate of conversion. Enclosed please find a check in the amount of \$275.00 payable to the Alaska Corporations Section.

Please conform, i.e. file stamp as "Received, one copy of the articles and certificate and return to me. Please note that we are asking for an effective date of January 1, 2008, regarding issuance of the Certificate of Conversion to a limited liability company.

Sincerely,


Lawrence V. Albert
Attorney at Law

encls

cc: Ruth Mizelle
Paul Maney

State of Alaska
Correspondence 1 Page(s)



T0734859506

Bates 941

**ARTICLES OF ORGANIZATION:
FOURTH AVENUE GAMBELL LLC**

The undersigned, a natural person of at least eighteen (18) years of age and acting as organizer of a limited liability company under the Alaska Revised Limited Liability Act (AS 10.50), hereby adopts the following Articles of Organization.

ARTICLE I

The name of the Limited Liability Company is Fourth Avenue Gambell, LLC.

ARTICLE II

The existence of the Limited Liability Company will be perpetual.

ARTICLE III

The initial registered office of the Limited Liability Company in the State of Alaska will be located at P. O. Box 200934, Anchorage, Alaska 99520 The initial registered agent at said address will be Lawrence V. Albert, Attorney at Law. The initial principal office of the corporation is physically located at 6211 Dunbar Lane, Anchorage, Alaska 99504.

ARTICLE IV

The nature of the business, and the objects and purposes to be transacted, promoted, and carried on by this Limited Liability Company shall be and are to do any and all things hereinafter mentioned, as fully and to the same extent and purposes as natural persons might or could do within the State of Alaska, or elsewhere, as the business of the Limited Liability Company may seem to require, or as may be necessary or convenient for the business of this Limited Liability Company, to wit:

ARTICLES OF ORGANIZATION--
FOURTH AVENUE GAMBELL LLC

State of Alaska
Domestic LLC Formation 5 Page(s)



T0734859505

(a) To engage in the business of real estate investing, including ownership, leasing and disposition of commercial property, as well as all other legal business purposes. The NAICS Code most closely approximating the business in which the Limited Liability Company will initially engage is 531390--Other Activities Related to Real Estate.

(b) To acquire and to take over as a going concern and thereafter to carry on the business of the Fourth Avenue Gambell Limited Partnership, through filing an application for Certificate of Conversion under the Alaska Revised Limited Liability Company Act (AS 10.50.570), and in connection therewith, to acquire all the assets, including the goodwill of such business, and to assume all or any of its liabilities.

(c) To borrow or raise money for any of the purposes of the Limited Liability Company, and from time to time, without limit as to amount, to draw, make, accept, endorse, execute, and issue promissory notes, drafts, warrants, bonds, debentures, and other negotiable and nonnegotiable instruments and evidences of indebtedness, and to secure payment thereof and any interest therein by mortgage, pledge, conveyance, or assignment in trust in whole or in part of the assets of the Limited Liability Company, real, personal, or mixed, including contract rights, whether at the time owned or thereafter acquired.

(d) To lend and advance money or give credit, with or without collateral security, to any person, firm, or Limited Liability Company in whose business or welfare the Limited Liability Company shall have any interest whatsoever, direct or indirect, but only to the extent permitted to Limited Liability Companies organized under AS 10.50, the Alaska Revised Limited Liability Company Act.

(e) To make, enter into, and carry out contracts, agreements, and obligations of every sort or kind which may be necessary or convenient for the purposes of the Limited Liability Company with any person, firm, or Limited Liability Company, municipality, body politic, county, state, or national government or any territory, colony, or dependency thereof insofar as the same may be done or performed by Limited Liability Companies organized under AS 10.50, the Alaska Revised Limited Liability Company Act.

(f) To engage in and conduct any other business or activity in addition to the foregoing now or hereafter permitted to a Limited Liability Company organized under AS 10.50, the Alaska Revised Limited Liability Company Act

(g) It is the intention that each of the objects, purposes, and powers specified in each of the paragraphs of this Article IV of these Articles of Organization shall, except where otherwise specified, be nowise limited or restricted by reference to or inference from the terms of any other paragraph or of any other article in these Articles of Organization, but that the objects, purposes, and powers specified in this article and in each of the articles or paragraphs of these Articles of Organization shall be regarded as independent objects, purposes, and powers, and the enumeration of specific purposes and powers shall not be construed to restrict in any manner the general terms and powers of this Limited Liability Company, nor shall the expression of one thing be deemed to exclude another, although it be of like nature.

ARTICLE V

The business and affairs of the Limited Liability Company will be managed by the members. The names and addresses of the initial members of the Limited Liability Company are as follows:

ARTICLES OF ORGANIZATION--
FOURTH AVENUE GAMBELL LLC

Anderson, Yvonne
8219 Sundi Drive
Anchorage, Alaska 99502

Brown, Judith
463A Lombard Road
Rising Sun, Maryland 21911

Hoage, Exuparaencia
4620 Sandpiper Lane
Paradise, California 95969

Korsmo, Ronald & Patricia (jointly)
P. O. Box 110342
Anchorage, Alaska 99511

Maney, Paul
1035 W. Fireweed Lane Ste. 100
Anchorage, Alaska 99503

Mizelle, Olin & Ruth (jointly)
6211 Dunbar Lane
Anchorage, Alaska 99504

Nuzzolese, Ralph Executor for
Estate of Nuzzolese, Lillian
85 Syracuse Street
Willston Park, New York 11596

Weeks, Susan
3354 Hillside Lane
Fallbrook, California 92028

Wilson, William & Lynette (jointly)
P. O. Box 760
Soldotna, Alaska 99669

Barrington, Edward, Executor for
Estate of William & Elna Barrington (jointly)
10000 Prospect Drive
Anchorage, Alaska 99507

Farkas, Kathleen
3004 Wesleyan Drive
Anchorage, Alaska 99508

Kitchen, B. Renee
19608 North 89th Drive
Peoria, Arizona 85382

Kreuzenstein, Peggy
2410 Tagalak Drive
Anchorage, Alaska 99504

Matti, James
P. O. Box 39736
Ninilchik, Alaska 99639

Newman, Gilbert & Kathryn (jointly)
3200 Scenic Drive
Grove Oklahoma 74344

Voegle, Anneliese K.
11312 Fireball Street
Eagle River, Alaska 99577

Whitney, William
963 Andrew Chapel Road
Brandon, Mississippi 39042

Williams, Marilyn
910 East 17th Avenue
Anchorage, Alaska 99501

ARTICLE VI

The name and address of the organizer of the Limited Liability Company is as follows:

Ruth Mizelle
6211 Dunbar Lane
Anchorage, Alaska 99504

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 12th day of
December, 2007.

Ruth Mizelle
Ruth Mizelle
AK 0272634 02/04/2010

STATE OF ALASKA

)

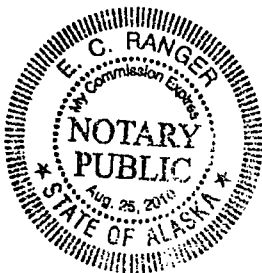
THIRD JUDICIAL DISTRICT

) ss.

)

Before me, the undersigned authority, personally appeared Ruth Mizelle who, first by me being duly sworn, deposes and states that she is the individual in the foregoing ARTICLES OF ORGANIZATION; that she has read the above and foregoing ARTICLES OF ORGANIZATION and knows the contents therein; and that each and all of said facts and matters are true and correct to the best of her information and belief.

SUBSCRIBED AND SWORN to before me this 12th day of December, 2007.



E. C. Ranger
Notary Public in and for Alaska
My Commission Expires: 08 - 25 - 2010

ARTICLES OF ORGANIZATION--
FOURTH AVENUE GAMBELL LLC

RECEIVED

DEC 13 2007

**DIVISION OF CORPORATIONS
BUSINESS AND PROFESSIONAL
LICENSING/ANCHORAGE**

**ARTICLES OF ORGANIZATION:
FOURTH AVENUE GAMBELL LLC**

The undersigned, a natural person of at least eighteen (18) years of age and acting as organizer of a limited liability company under the Alaska Revised Limited Liability Act (AS 10.50), hereby adopts the following Articles of Organization.

ARTICLE I

The name of the Limited Liability Company is Fourth Avenue Gambell, LLC.

ARTICLE II

The existence of the Limited Liability Company will be perpetual.

ARTICLE III

The initial registered office of the Limited Liability Company in the State of Alaska will be located at P. O. Box 200934, Anchorage, Alaska 99520 The initial registered agent at said address will be Lawrence V. Albert, Attorney at Law. The initial principal office of the corporation is physically located at 6211 Dunbar Lane, Anchorage, Alaska 99504.

ARTICLE IV

The nature of the business, and the objects and purposes to be transacted, promoted, and carried on by this Limited Liability Company shall be and are to do any and all things hereinafter mentioned, as fully and to the same extent and purposes as natural persons might or could do within the State of Alaska, or elsewhere, as the business of the Limited Liability Company may seem to require, or as may be necessary or convenient for the business of this Limited Liability Company, to wit:

(a) To engage in the business of real estate investing, including ownership, leasing and disposition of commercial property, as well as all other legal business purposes. The NAICS Code most closely approximating the business in which the Limited Liability Company will initially engage is 531390--Other Activities Related to Real Estate.

(b) To acquire and to take over as a going concern and thereafter to carry on the business of the Fourth Avenue Gambell Limited Partnership, through filing an application for Certificate of Conversion under the Alaska Revised Limited Liability Company Act (AS 10.50.570), and in connection therewith, to acquire all the assets, including the goodwill of such business, and to assume all or any of its liabilities.

(c) To borrow or raise money for any of the purposes of the Limited Liability Company, and from time to time, without limit as to amount, to draw, make, accept, endorse, execute, and issue promissory notes, drafts, warrants, bonds, debentures, and other negotiable and nonnegotiable instruments and evidences of indebtedness, and to secure payment thereof and any interest therein by mortgage, pledge, conveyance, or assignment in trust in whole or in part of the assets of the Limited Liability Company, real, personal, or mixed, including contract rights, whether at the time owned or thereafter acquired.

(d) To lend and advance money or give credit, with or without collateral security, to any person, firm, or Limited Liability Company in whose business or welfare the Limited Liability Company shall have any interest whatsoever, direct or indirect, but only to the extent permitted to Limited Liability Companies organized under AS 10.50, the Alaska Revised Limited Liability Company Act.

RECEIVED

DEC 13 2007

DIVISION OF CORPORATIONS
BUSINESS AND PROFESSIONAL
LICENSING / ANCHORAGE

(e) To make, enter into, and carry out contracts, agreements, and obligations of every sort or kind which may be necessary or convenient for the purposes of the Limited Liability Company with any person, firm, or Limited Liability Company, municipality, body politic, county, state, or national government or any territory, colony, or dependency thereof insofar as the same may be done or performed by Limited Liability Companies organized under AS 10.50, the Alaska Revised Limited Liability Company Act.

(f) To engage in and conduct any other business or activity in addition to the foregoing now or hereafter permitted to a Limited Liability Company organized under AS 10.50, the Alaska Revised Limited Liability Company Act

(g) It is the intention that each of the objects, purposes, and powers specified in each of the paragraphs of this Article IV of these Articles of Organization shall, except where otherwise specified, be nowise limited or restricted by reference to or inference from the terms of any other paragraph or of any other article in these Articles of Organization, but that the objects, purposes, and powers specified in this article and in each of the articles or paragraphs of these Articles of Organization shall be regarded as independent objects, purposes, and powers, and the enumeration of specific purposes and powers shall not be construed to restrict in any manner the general terms and powers of this Limited Liability Company, nor shall the expression of one thing be deemed to exclude another, although it be of like nature.

ARTICLE V

The business and affairs of the Limited Liability Company will be managed by the members. The names and addresses of the initial members of the Limited Liability Company are as follows:

ARTICLES OF ORGANIZATION--
FOURTH AVENUE GAMBELL LLC

RECEIVED

DEC 13 2007

DIVISION OF CORPORATIONS
BUSINESS AND PROFESSIONAL
LICENSING / ANCHORAGE
Bates 949

Anderson, Yvonne
8219 Sundi Drive
Anchorage, Alaska 99502

Brown, Judith
463A Lombard Road
Rising Sun, Maryland 21911

Hoage, Exuparaencia
4620 Sandpiper Lane
Paradise, California 95969

Korsmo, Ronald & Patricia (jointly)
P. O. Box 110342
Anchorage, Alaska 99511

Maney, Paul
1035 W. Fireweed Lane Ste. 100
Anchorage, Alaska 99503

Mizelle, Olin & Ruth (jointly)
6211 Dunbar Lane
Anchorage, Alaska 99504

Nuzzolese, Ralph Executor for
Estate of Nuzzolese, Lillian
85 Syracuse Street
Willston Park, New York 11596

Weeks, Susan
3354 Hillside Lane
Fallbrook, California 92028

Wilson, William & Lynette (jointly)
P. O. Box 760
Soldotna, Alaska 99669

Barrington, Edward, Executor for
Estate of William & Elna Barrington (jointly)
10000 Prospect Drive
Anchorage, Alaska 99507

Farkas, Kathleen
3004 Wesleyan Drive
Anchorage, Alaska 99508

Kitchen, B. Renee
19608 North 89th Drive
Peoria, Arizona 85382

Kreuzenstein, Peggy
2410 Tagalak Drive
Anchorage, Alaska 99504

Matti, James
P. O. Box 39736
Ninilchik, Alaska 99639

Newman, Gilbert & Kathryn (jointly)
3200 Scenic Drive
Grove Oklahoma 74344

Voegle, Anneliese K.
11312 Fireball Street
Eagle River, Alaska 99577

Whitney, William
963 Andrew Chapel Road
Brandon, Mississippi 39042

Williams, Marilyn
910 East 17th Avenue
Anchorage, Alaska 99501

RECEIVED

DEC 13 2007

DIVISION OF CORPORATIONS
BUSINESS AND PROFESSIONAL
LICENSING / ANCHORAGE

ARTICLE VI

The name and address of the organizer of the Limited Liability Company is as follows:

Ruth Mizelle
6211 Dunbar Lane
Anchorage, Alaska 99504

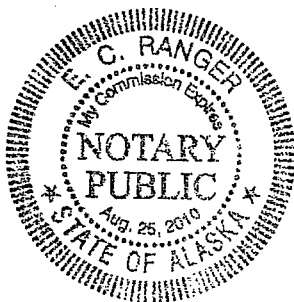
IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 12th day of
December, 2007.

Ruth Mizelle
Ruth Mizelle
att 0272634 02/04/2010

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

Before me, the undersigned authority, personally appeared Ruth Mizelle who, first by me being duly sworn, deposes and states that she is the individual in the foregoing ARTICLES OF ORGANIZATION; that she has read the above and foregoing ARTICLES OF ORGANIZATION and knows the contents therein; and that each and all of said facts and matters are true and correct to the best of her information and belief.

SUBSCRIBED AND SWORN to before me this 12th day of December, 2007.



E. C. Ranger
Notary Public in and for Alaska
My Commission Expires: 08-25-2010

ARTICLES OF ORGANIZATION--
FOURTH AVENUE GAMBELL LLC

RECEIVED

DEC 13 2007

DIVISION OF CORPORATIONS
BUSINESS AND PROFESSIONAL
LICENSING / ANCHORAGE